

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

IN RE:)	Chapter 11
)	
W.R. GRACE & CO., et al.,)	Case No. 01-1139(JKF)
)	
Debtors.)	Jointly Administered
)	
_____)	

**OBJECTIONS OF BNSF RAILWAY COMPANY’S TO
EXHIBITS DESIGNATED BY PLAN PROPONENTS AND OBJECTORS**

Pursuant to the Fourth Amended Case Management Order Related to the First Amended Joint Plan of Reorganization (the “CMO”), BNSF Railway Company (“BNSF”) hereby submits these Objections to Exhibits Designated By Plan Proponents And Objectors.

BNSF objects to all Exhibits that are inconsistent with BNSF’s interests on the basis that such exhibits:

- (a) lack foundation;
- (b) are irrelevant, immaterial and/or unnecessary and are thus inadmissible under Rules 402 and 403 of the Federal Rules of Evidence;
- (c) constitute hearsay and are thus inadmissible under Rule 802 of the Federal Rules of Evidence; and/or
- (d) are not the best evidence.

BNSF reserves the right to join in any objections to exhibits asserted by any participant in the Phase II Confirmation Hearing.

Dated: September 1, 2009
Wilmington, DE

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